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24014  
JUN 26 12 3-30 PM  
SECRET TRANSPORTATION BOARD

June 26, 2002

New Recordation No.

Dear Mr. Williams:

On behalf of Fifth Third Bank, Chicago I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Lease ("Lease") as of June 26, 2002.

The parties to the enclosed Lease are:

Fifth Third Bank, Chicago 38 Fountain Square Plaza Cincinnati, OH 45202	- LESSOR
Corn Products International, Inc. 6500 South Archer Avenue Bedford Park, IL 60501	- LESSEE

The said Lease, among other things, acts to lease one hundred sixty-five (165) tank cars to the Lessee by the Lessor and should be recorded under a new Recordation No.

The equipment covered by the instant Lease is identified as one hundred sixty-five (165) tank cars, KRL numbers as listed in Exhibit A (copy attached).

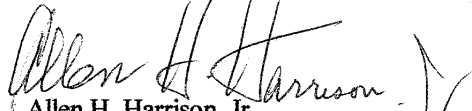
A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Covers 165 tank cars, CCLX1600-1649, and 115 from series 1900-2132."

Enclosed is a check in the amount of thirty dollars (\$30.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
Attorney for Fifth Third Bank, Chicago  
for the purpose of this filing.

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Enclosures

BY HAND

8232-020

**EXHIBIT A****50 Trinity 19,636-gallon tank cars****Identification Marks:**

CCLX 1600	CCLX 1613	CCLX 1626	CCLX 1639
CCLX 1601	CCLX 1614	CCLX 1627	CCLX 1640
CCLX 1602	CCLX 1615	CCLX 1628	CCLX 1641
CCLX 1603	CCLX 1616	CCLX 1629	CCLX 1642
CCLX 1604	CCLX 1617	CCLX 1630	CCLX 1643
CCLX 1605	CCLX 1618	CCLX 1631	CCLX 1644
CCLX 1606	CCLX 1619	CCLX 1632	CCLX 1645
CCLX 1607	CCLX 1620	CCLX 1633	CCLX 1646
CCLX 1608	CCLX 1621	CCLX 1634	CCLX 1647
CCLX 1609	CCLX 1622	CCLX 1635	CCLX 1648
CCLX 1610	CCLX 1623	CCLX 1636	CCLX 1649
CCLX 1611	CCLX 1624	CCLX 1637	
CCLX 1612	CCLX 1625	CCLX 1638	

**115 Union Tank 19,900-gallon corn syrup tank cars****Identification Marks:**

CCLX 1900	CCLX 1930	CCLX 1960	CCLX 2102
CCLX 1901	CCLX 1931	CCLX 1961	CCLX 2103
CCLX 1902	CCLX 1932	CCLX 1962	CCLX 2104
CCLX 1903	CCLX 1933	CCLX 1963	CCLX 2105
CCLX 1904	CCLX 1934	CCLX 1964	CCLX 2106
CCLX 1905	CCLX 1935	CCLX 1965	CCLX 2107
CCLX 1906	CCLX 1936	CCLX 1966	CCLX 2108
CCLX 1907	CCLX 1937	CCLX 1967	CCLX 2109
CCLX 1908	CCLX 1938	CCLX 1968	CCLX 2111
CCLX 1909	CCLX 1939	CCLX 1970	CCLX 2112
CCLX 1910	CCLX 1940	CCLX 1971	CCLX 2114
CCLX 1911	CCLX 1941	CCLX 1972	CCLX 2115
CCLX 1912	CCLX 1942	CCLX 1973	CCLX 2116
CCLX 1913	CCLX 1943	CCLX 1974	CCLX 2117
CCLX 1914	CCLX 1944	CCLX 1975	CCLX 2118
CCLX 1915	CCLX 1945	CCLX 1976	CCLX 2120
CCLX 1916	CCLX 1946	CCLX 1977	CCLX 2121
CCLX 1917	CCLX 1947	CCLX 1979	CCLX 2124
CCLX 1918	CCLX 1948	CCLX 1980	CCLX 2126
CCLX 1919	CCLX 1949	CCLX 1982	CCLX 2127
CCLX 1920	CCLX 1950	CCLX 1983	CCLX 2128
CCLX 1921	CCLX 1951	CCLX 1985	CCLX 2129
CCLX 1922	CCLX 1952	CCLX 1987	CCLX 2130
CCLX 1923	CCLX 1953	CCLX 1989	CCLX 2131
CCLX 1924	CCLX 1954	CCLX 1991	CCLX 2132
CCLX 1925	CCLX 1955	CCLX 1993	
CCLX 1926	CCLX 1956	CCLX 1994	
CCLX 1927	CCLX 1957	CCLX 1995	
CCLX 1928	CCLX 1958	CCLX 1996	
CCLX 1929	CCLX 1959	CCLX 2101	

RECORDATION NO. 24014 FILED

JAN 26 02

3-30 PM

**SURFACE TRANSPORTATION BOARD**

**MEMORANDUM OF LEASE**

This Memorandum of Lease ("Memorandum") is made and entered into as of June 26 2002, by and between FIFTH THIRD BANK, CHICAGO, a Michigan corporation, as Lessor ("Lessor") and CORN PRODUCTS INTERNATIONAL, INC., a Delaware corporation, as Lessee ("Lessee").

**WITNESSETH**

1. Lessor has purchased all right, title and interest in and to certain railroad equipment bearing reporting marks as listed on Exhibit A hereto ("Equipment") from Lessee and has entered into that certain Master Lease Agreement dated as of June 13, 2002 ("Lease Agreement") and Rental Schedule - 001 dated June 26, 2002 ("Schedule"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the Equipment, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.

3. This Memorandum may be executed in as many counterparts as shall be determined by the parties hereto when so executed, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

**IN WITNESS WHEREOF**, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSOR:

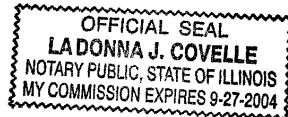
FIFTH THIRD BANK, CHICAGO, a Michigan corporation

By: Jennifer B. Larson

Title: Vice President

State of ILLINOIS )  
County of COOK ) ss

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of June, 2002 by Jennifer Larson, the Vice President of Fifth Third Bank, Chicago, a Michigan corporation, on behalf of the said corporation.



Ladonna J. Covelle  
Notary Public  
Cook County,  
My Commission Expires: 9/27/04

**LESSEE:**

**CORN PRODUCTS INTERNATIONAL, INC.,** a Delaware corporation

By: Kimberly A. Hunter

Title: Kimberly A. Hunter

State of Illinois )  
County of Cook ) ss

The foregoing instrument was acknowledged before me this 21st day of June, 2002 by Kimberly A. Hunter, the Director of Int'l Finance of Corn Products International, Inc., a Delaware corporation, on behalf of the said corporation..



Joyce M. Snyder  
Notary Public  
Cook County,  
My Commission Expires: 10-11-04

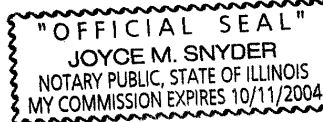
**CORN PRODUCTS INTERNATIONAL, INC.,** a Delaware corporation

By: Cheryl K. Beebe

Title: Cheryl K. Beebe

State of Illinois )  
County of Cook ) ss

The foregoing instrument was acknowledged before me this 21st day of June, 2002 by Cheryl K. Beebe, the VP and Treasurer of Corn Products International, Inc., a Delaware corporation, on behalf of the said corporation..



Joyce M. Snyder  
Notary Public  
Cook County,  
My Commission Expires: 10-11-04

**EXHIBIT A****50 Trinity 19,636-gallon tank cars  
Identification Marks:**

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CCLX 1928	CCLX 1958	CCLX 1996	
CCLX 1929	CCLX 1959	CCLX 2101	